

CHICAGO AND



TRANSPORTATION COMPANY

OFFICE OF THE SECRETARY
DIRECT DIAL NUMBER

312/559-6158

May 11, 1990

File No. A-11704-B

(C-366)

RECORDATION NO. 13869-B FILED 1425

Ms. Noretta McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

MAY 14 1990 - 10 55 AM

INTERSTATE COMMERCE COMMISSION

0-131A004

Dear Ms. McGee:

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act, enclosed for recordation are Counterparts of Partial Release and Bill of Sale covering locomotives under Equipment Lease and Security Agreement among North Western Leasing Company, The First National Bank of Chicago, and this Company dated December 8, 1982, assigned Recordation Nos. 13869 and 13869-A, respectively.

Enclosed is a check for \$15.00 to cover your recording fee. Please assign a sequential recordation number, retain one counterpart for your files, and return the remaining counterparts showing recordation data.

Sincerely,

Lisa M. Fanelli
Manager-Stock Operations

Enclosure

cc: W. H. Clark III
K. H. Lange
J. G. Marski
R. S. Morgan

f-cs37k9

MAY 14 10 49 AM '90
MOTOR OPERATING UNIT

RECORDATION NO. 13869-B FILED 1425

MAY 14 1990 - 10 55 AM

INTERSTATE COMMERCE COMMISSION

Counterpart No. 6 of 6

A-11704-B
(C-366)

PARTIAL RELEASE AND BILL OF SALE

WHEREAS, under the terms of the Equipment Lease (hereinafter referred to as the "Lease") dated December 8, 1982 between NORTH WESTERN LEASING COMPANY (hereinafter referred to as "Lessor") and the CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY (hereinafter referred to as the "Lessee") the Lessee assigned and transferred all rights, title and interest of railroad equipment described in Schedule A to the Lease to the Lessor;

WHEREAS, NORTH WESTERN LEASING COMPANY has heretofore executed and delivered to THE FIRST NATIONAL BANK OF CHICAGO (hereinafter referred to as the "Bank") that certain Security Agreement (hereinafter referred to as the "Security Agreement") dated as of December 8, 1982 mortgaging certain railroad equipment described in Schedule 1, to the Security Agreement as security for the indebtedness of the Lessor;

WHEREAS, the indebtedness secured by the Security Agreement has been fully paid, discharged and satisfied and the conditions and obligations with respect to the Locomotives CNW 888, CNW 890, CNW 891, CNW 893, CNW 894, and CNW 895 (hereinafter referred to as "Locomotives") have been satisfied in full and the Bank has consented to release the lien of the Security Agreement covering the Locomotives.

NOW, THEREFORE, Bank, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Lessor, the receipt whereof is hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY, TRANSFER AND SET OVER TO NORTH WESTERN LEASING COMPANY the Locomotives, TO HAVE AND TO HOLD the Locomotives unto NORTH WESTERN LEASING COMPANY, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the aforementioned Agreement.

The Bank does hereby covenant that it has not done anything whereby the Locomotives hereby conveyed are or may be in any manner encumbered or charged; that the Locomotives are free and clear of all liens and encumbrances of every kind and nature whatsoever created by the Bank or arising out of any act, obligation or liability on its part. The Bank hereby authorizes removal from the Locomotives of any and all ownership plates and other markings of the Bank.

IN WITNESS WHEREOF, THE FIRST NATIONAL BANK OF CHICAGO, acting in accordance with the terms and conditions of the aforementioned Security Agreement has caused this instrument to be executed in its corporate name by one of its Vice Presidents and attested by its Banking Officer, this 7th day of May A.D. 1990.

THE FIRST NATIONAL BANK OF CHICAGO

By *BT Maclean*
Vice President

(SEAL)

ATTEST:

Susan M. De Franco
Banking Officer

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 7th day of May 1990, before me personally appeared Gerald F. Mackin and Susan M. DeFranco to me personally known, who, being by me duly sworn, says that they are, respectively, a Vice President and a Banking Officer of The First National Bank of Chicago, a corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



C. Keck
Notary Public

My Commission Expires:

6/9/92

(NOTARY SEAL)